

**First
Security
Bank**

REGISTRATION NO. 6746-B FILED 623

AUG 21 1989 12:28 PM

INTERSTATE COMMERCE COMMISSION

August 4, 1989

9-233A034

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mildred Lee - Room 2303

Dear Ms. Lee:

I have enclosed one original and one notarized copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document, which is a secondary document, is an Assignment and Assumption Agreement dated February 10, 1989, and effective February 29, 1988. The primary documents to which this Assignment is connected are recorded under Recordation Numbers 6746 and 6746-A.

I hereby request cross-indexing as the document is an assignment of a Lease or Equipment previously recorded. A description of the equipment covered by this Assignment is as follows:

One Hundred twenty-five (125) 89'-4"
70-ton low deck flat cars; CN
Specification F-140-1.
Identification Numbers (both
inclusive) 700650 to 700774.

The parties to the Assignment are as follows:

(1) as Assignor:

First Security Bank of Idaho, N.A.
c/o First Security Leasing Company
381 East Broadway, 2nd Floor
Salt Lake City, Utah 84111

(2) as Assignee:

First Security Leasing Company of Nevada
Valley Bank Center
101 Convention Center Drive
Suite P103
Las Vegas, Nevada 89109

NOTOR OPERATING UNIT

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Mildred Lee
August 4, 1989
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A fee of \$13.00 is enclosed. Please return the original with the new recordation information to First Security Bank of Idaho, N.A., c/o First Security Leasing Company, 381 East Broadway, Salt Lake City, Utah 84111, Attention: General Counsel.

A short summary of the document to appear in the index follows:

Assignment of all right, title and interest in and to the Lease of Equipment and Equipment Trust Agreement and all documents related thereto with Recordation Numbers 6746 and 6746-A.

Very truly yours,

FIRST SECURITY BANK OF IDAHO, N.A.



C. S. Cummings
Authorized Representative

CSC:stg
enclosure

cc: Michael McKeon
Senior Vice President
First Security Bank of Idaho, N.A.
119 North Ninth Street
Boise, Idaho 83730

Mark Allen
First Security Leasing Company
381 East Broadway
2nd Floor
Salt Lake City, Utah 84111

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ASSIGNMENT AND ASSUMPTION AGREEMENT INTERSTATE COMMERCE COMMISSION

This Assignment and Assumption Agreement, executed this 10th day of February, 1989 and effective February 29, 1988, is by and between First Security Bank of Idaho, N.A. (hereinafter "Assignor") and First Security Leasing Company of Nevada (hereinafter "Assignee").

W I T N E S S E T H:

Assignor hereby grants, transfers, assigns and delegates to Assignee, effective February 29, 1988, all of its right, title, interest and obligations in and to or with respect to that certain Equipment Trust Agreement dated June 1, 1972 (the "Trust Agreement") among Assignor as the Company and First Security Bank of Utah, N.A. as Trustee ("Trustee"), that certain Equipment Trust (as defined in the Trust Agreement), that certain Lease of Equipment ("Lease") dated as of June 1, 1972 between Assignor as Lessor and Canadian National Railway Company as Lessee, and any other documents relating to such Trust Agreement, Equipment Trust or Lease to which Assignor is a party and which are now in effect, together with any rents or payments received thereunder or any increases in said rents or payments.

Assignee hereby confirms that it shall be deemed a party to the Trust Agreement and the Lease and shall be bound by all of the terms of and undertake all of the obligations of Assignor under the Trust Agreement, the Lease and any other documents relating thereto to which Assignor is a party and which are now in effect.

This Assignment and Assumption Agreement shall inure to the benefit of the successors and assigns of Assignee and shall bind Assignee's legal representatives, successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment and Assumption Agreement on the day and year first above written.

ASSIGNOR: First Security Bank of Idaho, N.A.

By: [Signature]
Its: Authorized Representative

ASSIGNEE: First Security Leasing Company of Nevada

By: [Signature]
Its: [Signature]

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

I, Susan T. Glenn, Notary Public for the State of Utah, County of Salt Lake, certify that the attached copy is a true and correct copy of the original document.

Susan T. Glenn

Notary Public
Residing At: *Salt Lake*

My Commission Expires:

7-2-92

